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Co-Counsel for Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
GEMSTONE SOLUTIONS GROUP, INC., <i>et al.</i> , ¹)	Case No. 19-30258 (KLP)
)	
Debtors.)	(Jointly Administered)
)	

**PROPOSED AGENDA FOR MATTERS SCHEDULED
FOR OCTOBER 16, 2019, AT 1:00 P.M. (PREVAILING EASTERN TIME)**

I. DEBTOR MOTIONS

1. **“Replacement LC Motion.”** *Debtors’ Application for Entry of Interim and Final Orders (I) Authorizing them to Replace an Existing Letter of Credit and (II) Granting a Waiver of (A) the Requirements of Section 345(b) of the Bankruptcy Code and (B) Certain of the U.S. Trustee’s Operating Guidelines* [Docket No. 1100]

Responses Received: None

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Gemstone Solutions Group, Inc. f/k/a Gymboree Group, Inc. (6587); Gemstone Solutions Intermediate Corporation f/k/a Gymboree Intermediate Corporation (1473); Gemstone Solutions Holding Corporation f/k/a Gymboree Holding Corporation (0315); Gemstone Solutions Wholesale, Inc. f/k/a Gymboree Wholesale, Inc. (6588); Gemstone Solutions Mark, Inc. f/k/a Gym-Mark, Inc. (6459); Gemstone Solutions Operations, Inc. f/k/a Gymboree Operations, Inc. (6463); Gemstone Solutions Distribution, Inc. f/k/a Gymboree Distribution, Inc. (8669); Gemstone Solutions Manufacturing, Inc. f/k/a Gymboree Manufacturing, Inc. (6464); Gemstone Solutions RS, LLC f/k/a Gymboree Retail Stores, LLC (6461); Gemstone Solutions Card, LLC f/k/a Gym-Card, LLC (5720); and Gemstone Solutions PR, LLC f/k/a Gymboree Island, LLC (1215). The Debtors’ service address is P.O. Box 192976, San Francisco, California 94119.

Related Documents:

- A. *Notice of Application and Notice of Hearing* [Docket No. 1101]

Status: This matter is going forward on an uncontested basis.

2. **“Seventh Motion to Authorize Contract Rejection.”** *Debtors' Motion for Entry of an Order Authorizing Them to Reject Certain Executory Contracts* [Docket No. 1104]

Responses Received: None

Related Documents:

- A. *Notice of Motion and Notice of Hearing* [Docket No. 1105]

Status: This matter is going forward on an uncontested basis.

3. **“O’Hagan Retention.”** *Debtors' Application for Entry of an Order Authorizing the Debtors to Employ and Retain O’Hagan Meyer PLLC as Conflicts Counsel, Effective Nunc Pro Tunc to September 1, 2019* [Docket No. 1097]

Responses Received:

- A. *Objection to United States Trustee to Debtors’ Application for Entry of an Order Authorizing the Debtors to Employ and Retain O’Hagan Meyer PLLC as Conflicts Counsel, Effective Nunc Pro Tunc to September 1, 2019* [Docket No. 1115]

Related Document:

- A. *Notice of Application and Notice of Hearing* [Docket No. 1098]

Status: This matter is going forward.

II. NON-DEBTOR MOTIONS

1. **“Aerin Application for Administrative Expenses.”** *Motion of Aerin LLC for Order (A) Directing Payment of Administrative Expense Claim and (B) Compelling Debtors to Assume or Reject License Agreement* [Docket No. 851]

Responses Received:

- A. *Debtors’ Objection to Motion of Aerin LLC for Order (A) Directing Payment of Administrative Expense Claim and (B) Compelling Debtors to Assume or Reject License Agreement* [Docket No. 935]

Related Documents:

- A. *Notice of Hearing* [Docket No. 864]
- B. *Amended Notice of Hearing* [Docket No. 869]
- C. *Notice of Filing of Proposed Stipulation and Consent Order Regarding Claim of Aerin LLC* [Docket No. 1099]

Status: The parties have reached an agreement and filed a proposed stipulation resolving Aerin's application at Docket No. 1099.

- 2. **"Pan Pacific Motion."** *Notice of and Motion, in accordance with Agreed Order, to Determine that Pan Pacific's D&O Claims are not Estate Property; and Notice of Hearing Thereon* [Docket No. 1013]

Responses Received: None

Related Documents:

- A. *Stipulation and Agreed Order by and among Debtors and Pan Pacific Co. Ltd. in Connection with Debtors' Emergency Motion for Interim and Final Orders (I) Enforcing the Automatic Stay, (II) Directing Parties to Comply with Prior Plan, and (III) Granting Related Relief* [Docket No. 934]

Status: The parties have agreed to adjourn this matter until the hearing on November 14, 2019.

III. **SALE MATTERS**

- 1. **"Cure Objections."** *Notice of Adjournment of Unresolved Cure Objections to Wednesday, October 16, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 1051]

Responses Received: None

Related Documents:

- A. *Order (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 76]

- B. *Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 144]
 - a. *Supplemental Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 460]
- C. *The Taubman Landlords' Precautionary Objection to the Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and Cure Claim Objection* [Docket No. 202]
- D. *Limited Objection of Landlord, Palm Beach Mall Holdings LLC, to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 210]
 - a. *Notice of Withdrawal of Limited Objection of Landlord, Palm Beach Mall Holdings LLC* [Docket No. 812]
- E. *Objection and Reservation of Rights of Flow Commerce Inc. to the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 212]
- F. *Objection by Westfield, LLC and Affiliates to Proposed Sale, Assumption and Assignment of Unexpired Leases and Proposed Cure Amounts* [Docket No. 214]
- G. *Objection of Bellevue Square, LLC to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 222]
 - a. *Withdrawal of Objection of Bellevue Square, LLC to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 886]
- H. *CBL & Associates Management, Inc. Limited Objection to Debtor's Stated Cure Amounts* [Docket No. 223]
- I. *Objection of Federal Realty Investment Trust, PGIM Real Estate, Retail Properties of America, Inc., Starwood Retail Partners LLC, The Forbes Company, The Macerich Company, and TYBAB Partners LLC to Debtors' Notice of Possible Assumption and*

Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 230]

- J. *Limited Objection of BP Prucenter Acquisition LLC and OWRF Carmel LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 231]*
- K. *Objection of salesforce.com, Inc. to Proposed Assumption and Assignment of Certain Executory Contracts and Notice of Cure Costs, and Reservation of Rights in Connection with the Pending Sale(s) [Docket No. 233]*
- L. *Objection of Brookfield Property REIT Inc., RREEF Management L.L.C., SITE Centers Corp., and Turnberry Associates to Proposed Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 235]*
- M. *Objection and Reservation of Rights of Washington Prime Group Inc. to the Cure Amount Proposed in the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 236]*
- N. *Objection and Reservation of Rights of Greater Lakeside LLC to the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 237]*
- O. *Oracles Limited Objection To And Reservation Of Rights Regarding (I) Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief ("Sale Motion"); and (2) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale ("Assumption Notice") [Docket No. 238]*
 - a. *Notice of Withdrawal of Oracles Limited Objection To And Reservation Of Rights Regarding (I) Debtors' Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an*

Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief (“Sale Motion”); and (2) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale (“Assumption Notice”) [Docket No. 986]

- P. *Vestar Green Valley, LLC’s Objection to Proposed Sale, Assumption and Assignment of Unexpired Leases and Proposed Cure Amounts [Docket No. 239]*
- Q. *Objection of Teachers Insurance and Annuity Association of America to Cure Costs and Proposed Assumption of Unexpired Leases [Docket No. 244]*
 - a. *Notice of Withdrawal Objection of Teachers Insurance and Annuity Associates of America to Cure Costs and Proposed Assumption of Unexpired Lease [Docket No. 1002]*
- R. *Limited Objection and Reservation of Rights of Simon Property Group, L.P. to Debtors’ Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 250]*
 - a. *Withdrawal of Simon Property Groups, L.P.’s Limited Objection to Debtors’ Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [Docket No. 984]*
- S. *Limited Objection of Landlord, Palm Beach Mall Holdings LLC, to Possible Assumption and Assignment of Lease [Docket No. 312]*
 - a. *Notice of Withdrawal of Limited Objection of Landlord, Palm Beach Mall Holdings LLC [Docket No. 813]*
- T. *Aerin LLC Limited Objection to and Reservation of Rights Regarding (I) Debtors’ Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and*

Unexpired Leases; and (III) Granting Related Relief (“Sale Motion”); and (2) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale (“Assumption Notice”) [Docket No. 335]

- U. *Objection of the Chubb Companies to Debtors’ Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 341]
- V. *Objection of Federal Realty Investment Trust, PGIM Real Estate, Retail Properties of America, Inc., Starwood Retail Partners LLC, The Forbes Company, The Macerich Company, and TYBAB Partners, LLC to Debtors’ Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 346]
- W. *Limited Objection of Landlord, GFM, LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 385]
- X. *Notice of Auction (Setting the Time to 10:00 AM)* [Docket No. 387]
 - a. *Notice of Adjournment of Auction to Wednesday, February 27, 2019 at 10:00 A.M. (Prevailing Eastern Time)* [Docket No. 409]
 - b. *Notice of Adjournment of Auction to Thursday, February 28, 2019 at 10:00 A.M. (Prevailing Eastern Time)* [Docket No. 428]
 - c. *Amended Notice of Adjournment of Auction to Thursday, February 28, 2019 at 10:00 A.M. (Prevailing Eastern Time)* [Docket No. 429]
 - d. *Notice of Adjournment of Auction to Friday, March 1, 2019 at 9:00 A.M. (Prevailing Eastern Time) and Extension of Adequate*

Assurance Objection Deadline to Monday March 4, 2019 at 11:00 A.M. (Prevailing Eastern Time) [Docket No. 440]

- Y. *Objection of Brookfield Property REIT Inc., RREEF Management L.L.C., SITE Centers Corp. and Turnberry Associates to Proposed Assumption and Assignment of Leases [Docket No. 434]*
- Z. *Objection of Landlord, GFM, LLC and Caruso Management Co., Ltd., to Possible Assumption and Assignment of Lease and Reservation of Rights [Docket No. 452]*
- AA. *Notice of Successful Bidders, Sale Hearing, and Adjournment of the Adequate Assurance Objection Deadline [Docket No. 455]*
 - a. *Amended Notice of Successful Bidders, Sale Hearing, and Adjournment of the Adequate Assurance Objection Deadline [Docket No. 457]*
- BB. *Supplemental Declaration of James Doak in Support of Debtors' Motion for Approval of Bidding Procedures, Entry of One or More Sale Orders, and Related Relief [Docket No. 463]*
- CC. *Notice of Adjournment of Cure Objections to Thursday, April 11, 2019 at 10:00 A.M. (Prevailing Eastern Time) [Docket No. 461]*
- DD. *Notice of Filing of Proposed Sale Orders [Docket No. 472]*
- EE. *Order (I) Approving the Sale of Certain J&J Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection therewith; and (III) Granting Related Relief [Docket No. 484]*
- FF. *Order (I) Approving the Sale of Certain Gymboree and Crazy 8 Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection therewith; and (III) Granting Related Relief [Docket No. 487]*
- GG. *Notice of Closing Date of J&J Sale [Docket No. 494]*
- HH. *The Taubman Landlords' Amended Precautionary Objection to the Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and Cure Claim Objection [Docket No. 524]*

- II. *Aerin LLC's Objection to Supplemental Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 531]
- JJ. *Notice of Closing Date of Sale of Gymboree and Crazy 8 Assets to TCP Brands, LLC* [Docket No. 614]
- KK. *Notice of Adjournment of Unresolved Cure Objections to Wednesday, May 1, 2019 at 1:00 P.M. (Prevailing Eastern Time)* [Docket No. 631]
- LL. *Notice of Adjournment of Unresolved Cure Objections to Thursday, May 30, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 698]
- MM. *Notice of Adjournment of Unresolved Cure Objections to Thursday, May 30, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 698]
- NN. *Notice of Adjournment of Unresolved Cure Objections to Thursday, June 20, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 771]
- OO. *Notice of Adjournment of Unresolved Cure Objections to Wednesday, July 24, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 817]
- PP. *Notice of Adjournment of Unresolved Cure Objections to Thursday, August 12, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 892]
- QQ. *Notice of Adjournment of Unresolved Cure Objections to Monday, September 16, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 971]

Status: The Debtors continue to work to reconcile cure amounts with counterparties to assumed contracts and leases. Any unresolved issues are adjourned to the Omnibus Hearing November 14, 2019.

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Dated: October 11, 2019
Richmond, Virginia

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